

136

ITEL

July 21, 1988

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

JUL 25 1988 11:30 AM

RECORDATION NO. 14782-A

INTERSTATE COMMERCE COMMISSION

55 Francisco Street

San Francisco, California 94133

(415) 984-4000

Date JUL 25 1988

JUL 25 1988 11:30 AM

RECORDATION NO. 14782-A

Fee \$ 107.00

ICC Washington, D. C.

Re: Amendment No. 1 to Sublease Agreement dated July 17, 1985,
between Itel Rail Corporation and Kansas City Southern
Railway Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record this Amendment under the Lease Agreement dated as of July 17, 1985, between Itel Rail Corporation and Kansas City Southern Railway Company, which was filed with the ICC on August 3, 1985, under Recordation No. 14782. Please cross-index this Amendment to the Equipment Trust Agreement dated January 1, 1982, between Itel Rail Corporation and First Security Bank of Utah, which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Sublessor)
55 Francsico Street
San Francisco, California 94133

Kansas City Southern Railway Company (Sublessee)
114 W. Eleventh Street
Kansas City, Missouri 64105

This Amendment extends the term of the Lease Agreement with respect to one hundred ninty-four (194) 60'10", 100-ton, XM boxcars bearing reporting marks 756008-757993 (n.s.).

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

patricia schumacker

Patricia Schumacker
Legal Department

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ICC OFFICE OF
THE SECRETARY
JUL 25 11 26 AM '88
MOTOR OPERATING UNIT

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ASSIGNED TO FIRST SECURITY BANK
OF UTAH, N.A., TRUSTEE, UNDER
A LEASE ASSIGNMENT.

03/01/88

INTERSTATE COMMERCE COMMISSION

JUL 25 1988 11:30 AM

RECORDATION NO. 14782-A Filed 1425

AMENDMENT NO. 1

AMENDMENT NO. 1 (the "Amendment") to the Sublease Agreement dated as of July 17, 1985 (the "Sublease"), between ITEL RAIL CORPORATION ("Lessor") and THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Lessee") is made this 19th day of July, 1988 by and between Lessor and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Sublease pursuant to which two hundred (200) boxcars bearing reporting marks from within the series KCS 756008 - 757993 (the "Cars") have been leased to Lessee by Lessor.
- B. The Cars bearing reporting marks KCS 756083, 756512, 757225 and 757390 were destroyed on June 18, 1987, December 29, 1986, August 18, 1987 and June 20, 1986, respectively, and the Cars bearing reporting marks KCS 756571 and 757136 were destroyed on June 12, 1986.
- C. Lessor and Lessee desire to extend the term of the Sublease.

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Sublease as follows:

- 1. All terms defined in the Sublease shall have the meanings defined therein when used in this Amendment.
- 2. Equipment Schedule No. 1 attached to the Sublease is replaced by Equipment Schedule No. 1.A. attached hereto. All references to Equipment Schedule No. 1 in the Sublease are deemed to refer to Equipment Schedule No. 1.A.
- 3. Effective upon the execution of this Amendment, Subsection 2.B. is deleted and replaced by the following:

"2.B. Upon the expiration of the Initial Term with respect to the Cars listed on Equipment Schedule 1.A., the Sublease shall be extended with respect to such Cars through and including September 9, 1991 ('Extended Term')."
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

5. This Amendment may be executed by the parties hereto in any number of counterparts and all such counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

By: *DP Hayes*
Title: *President*
Date: *July 19, 1988*

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

By: *LD Fields*
Title: *V P O*
Date: *7/14/88*

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 19th day of July, 1988, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public



STATE OF Missouri)
) ss:
COUNTY OF Jackson)

On this 14th day of July, 1988, before me personally appeared L.D. Fields, to me personally known, who being by me duly sworn says that such person is Vice Pres Operations of The Kansas City Southern Railway Company, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

G.B. Niedermeyer
Notary Public

G. B. NIEDERMEYER
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires May 29, 1991.

EQUIPMENT SCHEDULE NO. 1.A.

Itel Rail Corporation hereby subleases the following Cars to The Kansas City Southern Railway Company subject to the terms and conditions of that certain Sublease Agreement dated as of July 17, 1985.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Height	Doors Width	No. of Cars
				Inside Width				
XM	General Purpose Boxcar, 100-ton Plate C, Nailable Steel Floors	KCS 756008, 756016, 756024, 756032, 756041, 756059, 756067, 756075, 756091, 756105, 756113, 756121, 756130, 756148, 756156, 756164, 756172, 756181, 756199, 756202, 756211, 756229, 756237, 756245, 756253, 756261, 756270, 756288, 756296, 756300, 756318, 756326, 756334, 756342, 756351, 756369, 756377,	60' 10"	9' 6"	11' 0"	12' Sliding	194	

EQUIPMENT SCHEDULE NO. 1.A.
(Continued)

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Height	Doors Width	No. of Cars
				Inside Width				
XM	General Purpose Boxcar, 100-ton Plate C, Nailable Steel Floors	KCS 756385,	60' 10"	9' 6"		11' 0"	12' Sliding	
		756393,						
		756407,						
		756415,						
		756423,						
		756431,						
		756440,						
		756458,						
		756466,						
		756474,						
		756482,						
		756491,						
		756504,						
		756521,						
		756539,						
		756547,						
		756555,						
		756563,						
		756580,						
		756598,						
		756601,						
		756610,						
		756628,						
		756636,						
		756644,						
		756652,						
		756661,						
		756679,						
		756687,						
		756695,						
		756709,						
		756717,						
		756725,						
		756733,						
		756741,						
		756750,						
		756768,						
		756776,						
		756784,						
		756792,						
		756806,						

EQUIPMENT SCHEDULE NO. 1.A.
(Continued)

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	General Purpose Boxcar, 100-ton Plate C, Nailable Steel Floors	KCS 756814,	60' 10"	9' 6"	11' 0"	12' Sliding	
		756822,					
		756831,					
		756849,					
		756857,					
		756865,					
		756873,					
		756881,					
		756890,					
		756903,					
		756911,					
		756920,					
		756938,					
		756946,					
		756954,					
		756962,					
		756971,					
		756989,					
		756997,					
		757004,					
		757012,					
		757021,					
		757039,					
		757047,					
		757055,					
		757063,					
		757071,					
		757080,					
		757098,					
		757101,					
		757110,					
		757128,					
		757144,					
		757152,					
		757161,					
		757179,					
		757187,					
		757195,					
		757209,					
		757217,					
		757233,					

EQUIPMENT SCHEDULE NO. 1.A.

(Continued)

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Height	Doors Width	No. of Cars
				Inside Width				
XM	General Purpose Boxcar, 100-ton Plate C, Nailable Steel Floors	KCS 757241,	60' 10"	9' 6"	11' 0"	12'	Sliding	
		757250,						
		757268,						
		757276,						
		757284,						
		757292,						
		757306,						
		757314,						
		757322,						
		757331,						
		757349,						
		757357,						
		757365,						
		757373,						
		757381,						
		757403,						
		757411,						
		757420,						
		757438,						
		757446,						
		757454,						
		757462,						
		757471,						
		757489,						
		757497,						
		757501,						
		757519,						
		757527,						
		757535,						
		757543,						
		757551,						
		757560,						
		757578,						
		757586,						
		757594,						
		757608,						
		757616,						
		757624,						
		757632,						
		757641,						
		757659,						
		757667,						

EQUIPMENT SCHEDULE NO. 1.A.
(Continued)

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Height	Doors Width	No. of Cars
				Inside Width				
XM	General Purpose Boxcar, 100-ton Plate C, Nailable Steel Floors	KCS 757675, 757683, 757691, 757705, 757713, 757721, 757730, 757748, 757756, 757764, 757772, 757781, 757799, 757802, 757811, 757829, 757837, 757845, 757853, 757861, 757870, 757888, 757896, 757900, 757918, 757926, 757934, 757942, 757951, 757969, 757977, 757985, 757993	60' 10"	9' 6"		11' 0"	12' Sliding	

ITEL RAIL CORPORATION

By: *[Signature]*
 Title: President
 Date: July 19, 1988

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: *[Signature]*
 Title: VPO
 Date: July 14, 1988

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 19th day of July, 1988, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public



STATE OF Missouri)
) ss:
COUNTY OF Jackson)

On this 14th day of July, 1988, before me personally appeared L.D. Fielder, to me personally known, who being by me duly sworn says that such person is Vice Pres Operations of The Kansas City Southern Railway Company that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

G. B. NIEDERMEYER
Notary Public, State of Missouri
Commissioned in Jackson County
My Commission Expires May 29, 1991

G. B. Niedermeyer
Notary Public